

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

IN RE:	§	
	§	
BNP PETROLEUM CORPORATION	§	CASE NO. 09-20206
	§	
Debtor.	§	Chapter 11

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO EMPLOY AND RETAIN
OKIN ADAMS & KILMER LLP AS COUNSEL TO THE COMMITTEE**

Upon consideration of the Application for an Order Authorizing the Official Committee of Unsecured Creditors (the “*Committee*”) to Employ and Retain Okin Adams & Kilmer LLP (“*Okin Adams & Kilmer*”) as Counsel (the “*Application*”) filed by the Committee appointed in the above-referenced bankruptcy case of BNP Petroleum Corporation; the Court having reviewed the Application and the Declaration of Christopher Adams in accordance with section 1103 of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and having heard the statements of counsel in support of the relief requested therein at a hearing (the “*Hearing*”) before the Court; it appearing to the Court that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and (b) this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); the Court finding notice of the Application and the Hearing sufficient under the circumstances; the Court finding that Okin Adams & Kilmer is a “disinterested person” as defined in section 101(14) of title 11 of the Bankruptcy Code, and is in all respects qualified for retention by the Committee pursuant to section 1103 of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief requested herein.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED;
2. The Committee shall be, and hereby is, authorized to employ and retain the law firm of Okin Adams & Kilmer as its counsel pursuant to section 1103 of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules, *nunc pro tunc* to August 21, 2009;
3. Okin Adams & Kilmer shall be compensated for its services and reimbursed for its actual, necessary, and reasonable expenses or other disbursements incurred in connection with such services in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of the United States Bankruptcy Court for the Southern District of Texas, the provisions of the Application, and any interim compensation procedures order approved by the Court.

SIGNED this _____ day of _____, 2009.

UNITED STATES BANKRUPTCY JUDGE